

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF MICHIGAN**

In re:

BARFLY VENTURES, LLC, *et al*,¹

Debtors.

Chapter 11
Case No. 20-01947-jwb
Hon. James W. Boyd

Jointly Administered

**ORDER GRANTING DEBTORS' THIRD OMNIBUS MOTION FOR ENTRY OF AN
ORDER REJECTING CERTAIN UNEXPIRED LEASES AND TO ABANDON ANY
REMAINING PERSONAL PROPERTY LOCATED AT THE LEASED PREMISES AND
TO APPROVE LANDLORD AGREEMENTS RELATED TO SAME**

Upon consideration of *Debtors' Third Omnibus Motion for Entry of an Order Rejecting Certain Unexpired Leases and to Abandon any Remaining Personal Property Located at the Leased Premises and to Approve Landlord Agreements Related to Same* (the "Motion")² of the the above-captioned debtors and debtors-in-possession (the "Debtors") for entry of an order, pursuant to section 365 of Bankruptcy Code; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. §§ 1408 and 1409; and adequate notice of the Motion having been given; and it appearing that no other notice need be given; and after due deliberation and sufficient cause appearing therefore, IT IS HEREBY ORDERED THAT:

¹ The Debtors are: Barfly Ventures, LLC (8379), Barfly Management, LLC (6274), 9 Volt, LLC (d/b/a HopCat)(1129), 50 Amp Fuse, LLC (d/b/a Stella's Lounge)(3684), GRBC Holdings, LLC (d/b/a Grand Rapids Brewing Company)(2130), E L Brewpub, LLC (d/b/a HopCat East Lansing)(5334), HopCat-Ann Arbor, LLC (5229), HopCat-Chicago, LLC (7552), HopCat-Concessions, LLC (2597), HopCat-Detroit, LLC (8519), HopCat-GR Beltline, LLC (9149), HopCat-Holland, LLC (7132), HopCat-Indianapolis, LLC (d/b/a HopCat-Broad Ripple)(7970), HopCat-Kalamazoo, LLC (8992), HopCat-Kansas City, LLC (d/b/a HopCat,-KC, LLC and Tikicat)(6242), HopCat-Lexington, LLC (6748), HopCat-Lincoln, LLC (2999), HopCat-Louisville, LLC (0252), HopCat-Madison, LLC (9108), HopCat-Minneapolis, LLC (8622), HopCat-Port St. Lucie, LLC (0616), HopCat-Royal Oak, LLC (1935), HopCat-St. Louis, LLC (6994), Luck of the Irish, LLC (d/b/a The Waldron Public House, LLC and McFadden's Restaurant Saloon)(4255).

² Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion.

1. The Motion is GRANTED to the extent set forth herein.
2. The Rejected Leases listed on Exhibit A are rejected effective as of the date indicated on Exhibit A.
3. The Debtors are authorized to abandon any Remaining Personal Property located in the Leased Premises underlying the Rejected Leases pursuant to 11 U.S.C. § 554(a).
4. The Debtors are authorized to enter into the landlord agreements attached as Exhibit B to the Motion.
5. Within three (3) business days after entry of this Order, the Debtors will serve this Order on the Counterparty to each Rejected Lease.
6. The Counterparty to the Rejected Lease must file a claim under section 502 of the Bankruptcy Code or other claims in connection with such Rejected Lease or the rejection, breach or termination of such Rejected Lease on or before the general claims bar date to be established by order of the Court, failing which such claim or claims by the Counterparty will be forever barred. For the avoidance of doubt, nothing contained herein is intended to limit or otherwise affect the amount or type of claims that may be asserted by a Counterparty to a Rejected Lease against the Debtors.
7. The Debtors and any other party-in-interest reserve all rights to contest any such rejection damage claim and to contest the characterization of each Rejected Lease, as executory or not, and to contest whether such Rejected Lease may have terminated prior to the Petition Date, or otherwise. For the avoidance of doubt, nothing contained herein limits or otherwise affects the claims or defenses of the Counterparties to the Rejected Leases and all such claims and defenses are reserved.

8. Notwithstanding anything to the contrary contained in the Motion or this Order, the rights and claims of the Counterparties to the Rejected Leases with respect to third parties are unaffected and reserved.

9. The Debtors do not waive any claims that they may have against the Counterparty to any Rejected Lease, whether or not such claims are related to such Rejected Lease.

10. Notwithstanding the possible applicability of Rules 6004(g), 7062, or 9014 of the Federal Rules of Bankruptcy Procedure, or otherwise, the terms and conditions of this Order is immediately effective and enforceable upon its entry.

11. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

12. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

END OF ORDER

Order prepared and submitted by:

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EXHIBIT A

(Rejected Leases)

**UNEXPIRED NON-RESIDENTIAL REAL PROPERTY LEASES TO BE
REJECTED**

Non-Debtor Counterparty	Notice Address(es)	Debtor Lessee (Guarantor)	Leased Premises Address	Rejection Effective Date
222 Venture, LLP	c/o Urban Land Interests, LLC 10 East Doty Street, Suite 300 Madison, Wisconsin 53703	HopCat-Madison, LLC	222 West Gorham Street, Madison, Wisconsin 53703	August 31, 2020
Hood Westport, LLC; Tholen Westport, LLC; Irving Westport, LLC	c/o CAD Management, LLC Attn: Wesley J. Carrillo 1100 Main Street, Suite 2121 Kansas City, Missouri 64105	HopCat-Kansas City, LLC (Barfly Ventures, LLC)	401 Westport Road, Kansas City, Missouri 64111	August 31, 2020
Nicollet Residences, LLC	c/o AEW Management LP 465 Nicollet Mall Minneapolis, Minnesota 55401	HopCat-Minneapolis, LLC (BarFly Ventures, LLC)	415 Nicollet Mall, Minneapolis, Minnesota 55401	August 31, 2020
Victorian Square, LLC	401 West Main Street, Suite 313 Lexington, Kentucky 40507	HopCat-Lexington, LLC (Mark A. Sellers, III)	410 West Short Street, Lexington, Kentucky 40507	August 31, 2020